UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL, INC., COMEDY PARTNERS, COUNTRY MUSIC. TELEVISION, INC., PARAMOUNT PICTURES CORPORATION, and BLACK ENTERTAINMENT TELEVISION, LLC,	)	
Plaintiffs,	)	
vs.	)	NO. 07-CV-2203
YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC.,	)	
Defendants.	)	
THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED, BOURNE CO., et al., on behalf of themselves and all others similarly situated,	)	
Plaintiffs,	)	
vs.	)	NO. 07-CV-3582
YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC.,	)	
Defendants.	)	

VIDEOTAPED DEPOSITION OF SUZANNE REIDER
SAN FRANCISCO, CALIFORNIA
FRIDAY, OCTOBER 3, 2008

BY: ANDREA M. IGNACIO HOWARD, CSR, RPR, CLR
CSR LICENSE NO. 9830
JOB NO. 15910

OCTOBER 3, 2008

9:01 a.m.

VIDEOTAPED DEPOSITION OF SUZANNE REIDER, SHEARMAN & STERLING, 525 Market Street, San Francisco, California, pursuant to notice, before ANDREA M. IGNACIO HOWARD, CLR, RPR, CSR License No. 9830.

A P P E A R A N C E S:

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A P P E A R A N C E S (Continued.)

FOR THE DEFENDANTS YOUTUBE, INC., YOUTUBE, LLC and GOOGLE, INC.:

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LOU MEADOWS, Videographer.

---oOo---

09:03:22 produced on -- on a rolling basis, some of which may
09:03:25 related -- may have related to -- to Ms. Reider, so we
09:03:29 will certainly -- certainly object to any attempt to
09:03:31 redepose her.
09:03:33 We think this is the one opportunity that you
09:03:35 will have, and you have a full day to ask whatever
09:03:40 questions you'd like, and I think there's no reason
09:03:41 to -- to come back here after we go through today.
09:03:44 MR. BROWNE: Okay. Your objection is noted,
09:03:45 but I will point out that you gave us the date for
09:03:49 Ms. Reider's deposition on September 5th.
09:03:52 At no time since then have you said that
09:03:54 there's a substantial number of her documents that we
09:03:56 have not seen, and producing them to us on the day
09:03:58 before the deposition, I think it's pretty clear we
09:04:01 didn't have an opportunity to review them.
09:04:04 So we've both stated our positions. Our
09:04:08 position is that we're keeping the deposition open.
09:04:10 Q And with that, Ms. Reider, can you state your
09:04:12 full name and address for the record.
09:04:13 A Suzanne Reider, 924 Church Street,
09:04:18 San Francisco, California 94114.
09:04:18 Q Okay. And are you currently employed?
09:04:21 A Yes, I am.

09:04:21 Q Where at?

09:04:22 A Google.

09:04:22 Q Okay. What's your title?

09:04:23 A My current title is director of sales.

09:04:26 Q And when did you first come to be employed at Google?

09:04:29 A I started working at Google when the acquisition closed, which was November 18th of 2006.

09:04:36 Q And prior to that, where were you employed?

09:04:38 A Prior to that I was a YouTube employee, and prior to that I was a SVP general manager for CNET Networks here in San Francisco managing the games, television, and music properties.

09:04:54 Q And what was your title at YouTube?

09:04:59 A I was hired at YouTube as the chief marketing officer.

09:05:01 Q When were you hired?

09:05:02 A In September of 2006.

09:05:05 Q Did there come a time when your title changed at YouTube?

09:05:13 A My title has changed at YouTube four, five times.

09:05:15 Q Okay. The first change from chief marketing officer, what did you change to from that?

09:05:24 A I think from the chief marketing officer, 09:05:25 after the acquisition, it changed to director of sales 09:05:30 and marketing.

09:05:31 Q Approximately when did that change take 09:05:33 place?

09:05:40 A I mean, probably weeks after the acquisition. 09:05:43 There's very few C-level titles at Google. I think 09:05:49 Eric Schmidt has one, and our CFO has one. So -- and 09:05:53 I think the title changing, you -- that comes in the 09:05:55 form of what's on your business card. It comes in the 09:05:58 form of what's on our intranet within Google, but 09:06:02 titles at Google change quite frequently.

09:06:05 Q Other than the change to director of sales 09:06:07 and marketing, did you have any other titles -- 09:06:10 changes to your job title?

09:06:12 A Yeah. The -- the marketing. We hired 09:06:15 somebody to take the -- so I was hired at YouTube to 09:06:18 be the place where sales and marketing came together, 09:06:21 which is possible within a smaller company.

09:06:24 But when we were acquired by Google, about 09:06:29 two weeks into the job, it became clear to me that I 09:06:33 couldn't physically be on the marketing side of the 09:06:35 company and the sales side of the company at the same 09:06:37 time.

09:06:38 And so I focused more on the -- the sales
09:06:44 side, and we began to look for somebody to take the
09:06:46 marketing position. And -- and then when he came
09:06:51 onboard, which I think was the fall, probably, of '07,
09:06:59 then I was able to fully move over into just the sales
09:07:04 area.
09:07:04 Q And the "he" that you mentioned, who were you
09:07:07 referring to?
09:07:10 A A guy named Chris Di Cesare.
09:07:14 Q Okay. So when you moved over in the fall of
09:07:16 '07 into just the sales area, I take it your title
09:07:20 also changed at that time?
09:07:21 A Yes. But again, I mean, I cared -- I still
09:07:23 had business cards that say "Head of Sales and
09:07:28 Marketing," "Director of Sales and Marketing." People
09:07:28 still introduce me at conferences sometimes as Head of
09:07:30 Sales and Marketing.
09:07:31 So we're -- it's not -- Google's not a big
09:07:32 title place. It's really -- it -- it really doesn't
09:07:35 matter that much I guess is what I'm saying.
09:07:37 Q But did you have an understanding that your
09:07:39 actual job title had changed at that time?
09:07:41 A My job title?
09:07:42 Q Uh-huh.

09:07:45 A Nobody ever told me that my title was changing. You go onto MOMA, which is our intranet, and I made an adjustment, out of respect for the gentleman that we had hired as our head of marketing, to make sure that it was clear that he was going to be taking on the marketing side and that I would maintain the sales side.

09:08:03 Q And did that unjust- -- adjustment that you made include changing your job title?

09:08:05 A I actually don't recall --

09:08:06 Q Okay.

09:08:07 A -- and I can't recall, thinking about our intranet right now, what my title is on it. I think it might still say "Director of Sales and Marketing." But I report up into Tim Armstrong, who is the president of North American Sales and Commerce, and Tim is on the sales side.

09:08:24 But at Google we also have an -- a very -- we have a business marketing practice that is within the sales. So there's consumer marketing and there's sales marketing, and I still have a tremendous amount of influence on the business marketing side for YouTube.

09:08:46 Q What is the difference between the consumer

09:43:30 website. So it's -- it's a little silly because it
09:43:39 really just means an ad. A display ad is an ad.
09:43:47 Q And does YouTube currently sell display
09:43:50 advertisements?
09:43:51 A Yes.
09:43:51 Q And where on the YouTube website do the
09:43:54 display advertisements appear?
09:43:57 A So, today, you see display ads on the search
09:44:05 results page, on the Watch Page, and on a number of
09:44:12 other, what we call, browse pages.
09:44:18 Q Anywhere else?
09:44:25 A I mean, there -- I guess you could call the
09:44:29 Homepage ad a display. It's really a click-to-play
09:44:34 video ad, but you could call it a display ad when it's
09:44:38 just sitting there and nobody clicks on it. I mean,
09:44:40 again, it's a use -- it's a loose term that we use
09:44:44 just to talk about advertising display ads.
09:44:46 Q Could a display ad include a video and text?
09:44:50 Would -- would both of those fall under the rubric of
09:44:52 display ad?
09:44:54 A Usually a video ad would be called a video
09:45:00 ad, and a display ad would be called a display ad,
09:45:06 but -- go ahead.
09:45:08 Q Have you heard of a term called "Banner

10:09:49 today, on the Watch Pages?

10:09:54 A No.

10:09:56 Q None at all?

10:09:58 A YouTube doesn't serve ads onto Watch Pages unless we have a specific relationship with the content partner for that page.

10:10:09 Q Just so there's no ambiguity at all, does that mean that there are not -- there are no advertisements on Watch Pages unless YouTube has a specific relationship with the content partner for that page?

10:10:25 MR. WILLEN: Objection.

10:10:25 You've asked the question; she's answered it, but go ahead.

10:10:28 THE WITNESS: There is ambiguity, because it is perfectly possible that somebody who's uploaded a video to YouTube has embedded whatever they want to embed within their video.

10:10:44 MR. BROWNE: Q. But YouTube wouldn't receive any money from that type of advertiser; right?

10:10:50 A No.

10:10:50 Q Now, was there a time, at any point in time, that -- that YouTube did serve advertisements on the Watch Page?

10:11:04 A Yes.

10:11:04 Q And when did they do that?

10:11:07 A It was happening when I joined the company.

10:11:12 Q And that was approximately September of 2006?

10:11:17 A Yes.

10:11:17 Q What types of -- what format did the advertisements take on the Watch Pages as of that time, September 2006?

10:11:32 A From what I recall, again, this is over two years ago now, it was what is called a display ad or a banner ad or a 728 x 90.

10:11:45 Q And that ad was, at that time in September 2006, was displayed on the Watch Page regardless of whether YouTube had a direct relationship with the content provider; is that correct?

10:12:00 A That's correct. I believe so.

10:12:04 Q And did YouTube --

10:12:04 THE VIDEOGRAPHER: I'm getting BlackBerry interference right now.

10:12:17 THE WITNESS: It's not me.

10:12:17 (Discussion off the record.)

10:14:47 MR. BROWNE: Q. And during the time that YouTube displayed ads on the Watch Page page,

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10:14:53 regardless of whether YouTube had a direct
10:14:59 relationship with the content provider, did YouTube
10:15:01 receive revenue from those ads?
10:15:04 A Yes.
10:15:04 Q And that revenue went directly to YouTube?
10:15:14 MR. WILLEN: Objection as to what you mean by
10:15:16 "directly."
10:15:20 THE WITNESS: I have to think about that
10:15:29 because in a -- so can you ask your question again.
10:15:32 MR. BROWNE: Q. And the revenue that was
10:15:34 received from those advertisements that played on the
10:15:36 Watch Page, did that revenue go directly to YouTube?
10:15:41 MR. WILLEN: Same objection.
10:15:43 THE WITNESS: So it depends on the type of
10:15:48 the ad if the revenue would have gone directly to
10:15:51 YouTube.
10:15:51 MR. BROWNE: Q. In certain situations, at
10:15:54 least, would the revenue have gone directly to
10:15:57 YouTube?
10:15:57 A In certain situations, with a certain type of
10:16:00 ad campaign, it would have gone directly to YouTube.
10:16:02 Q In what type of situations and what types of
10:16:07 ad campaigns would that revenue have gone directly to
10:16:10 YouTube?

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10:16:13 A If it was what's called direct sold.

10:16:17 Q What does that mean?

10:16:21 A It means there was no other entity involved, that a YouTube salesperson would have sold it.

10:16:27 Q Are there any other types of situations where the revenue from that advertisement playing on the Watch Page would have gone directly to YouTube?

10:16:40 A I think that's the question I just answered.

10:16:42 Q Oh, you did, and you said, "Direct sold." I just want to make sure, are there other types other than direct sold?

10:16:49 A Are -- I just want to make sure I understand the question.

10:16:51 You're asking if there are other types, other than direct sold, that would occur on that?

10:16:59 Q Let me just take a step back --

10:17:00 A Yeah.

10:17:00 Q -- and try to explain a little bit so we're clear.

10:17:03 You said in certain situations the revenue would go directly to YouTube.

10:17:05 A Uh-huh.

10:17:08 Q In sum and substance I asked you, what are those situations, and we talked about the direct sold

10:17:12 situation.

10:17:13 A Uh-huh.

10:17:13 Q Now I just want to know, are there other

10:17:15 situations?

10:17:16 A So when it's not direct sold?

10:17:17 Q Right.

10:17:18 A So, yes, when it's not direct sold, then

10:17:21 somebody else would also share in that revenue,

10:17:23 another company would also share in that revenue.

10:17:25 Q And when you say "share in that reven- --

10:17:28 revenue," do you mean, then, that the other company

10:17:31 would get some of that revenue --

10:17:33 A Uh-huh.

10:17:33 Q -- and YouTube would also get a portion of

10:17:35 that revenue?

10:17:37 A Yes.

10:17:37 Q Did there come a time when -- when YouTube

10:17:41 stopped displaying advertisements on -- on the Watch

10:17:49 Pages for content when YouTube didn't have a direct

10:17:53 relationship with a content provider?

10:17:56 A Yes.

10:17:57 Q When did that happen?

10:18:01 A I don't recall the exact date of when that

10:18:04 happened, but it was early in 2007.

14:17:16 Q And there is -- is there a larger purpose for that education? What do you hope to achieve by educating advertisers on that information?

14:17:25 A That they become interested and that they invite their Google sales rep to come and pay a visit to see, then, okay, yeah, I understand. Big picture, this is what it is, and can Sally come see me and -- and help me understand how for me, as a manufacturer of shampoo, what kind of audience I can reach and how I would actually leverage this platform and market.

14:17:50 Q And then to ultimately purchase advertising?

14:17:53 A That's what I mean. An ad sales rep, their job is to sell advertising, so yes.

14:18:11 Q Give me one second; okay.

14:18:35 I'm going to introduce -- what are we? 8?

14:18:41 THE REPORTER: 9.

14:18:41 MR. BROWNE: 9. Exhibit 9.

14:18:43 (Document marked Reider Exhibit 9

14:18:58 for identification.)

14:18:58 THE WITNESS: Thank you.

14:18:59 MR. BROWNE: Q. Now, Ms. Reider, I've --

14:19:12 MR. WILLEN: My copy has no Bates number on it.

14:19:14 THE WITNESS: Mine either.

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14:19:15 MR. BROWNE: It's actually -- doesn't have a Bates number. I'll just represent to you that it's a page that I printed out from the web- -- the YouTube website a day or so ago.

14:19:30 MR. WILLEN: Can you -- can you give us a little bit more information about the circumstances under which you printed the page off the website?

14:19:36 MR. BROWNE: Not to be --

14:19:41 THE REPORTER: Okay. I can't hear you. A BlackBerry is totally going off.

14:19:46 MR. BROWNE: Probably for the best that my answer there got covered up.

14:19:56 Just -- you know what, I handed out the wrong one anyway. Yours says "InVideo"; doesn't it?

14:20:05 A Mine says "YouTube InVideo Ads."

14:20:05 Q Can we swap 9 out for this one?

14:20:08 A YouTube video ads you want to go to?

14:20:11 MR. WILLEN: Sorry about that. I missed what you just said.

14:20:13 MR. BROWNE: Well, you know what, I -- I handed out the wrong one by mistake. I want to hand out this one instead.

14:20:19 Could we just replace that Exhibit 9 with this one?

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14:20:22 THE WITNESS: You want me to take this sticker off?

14:20:23 MR. BROWNE: I'm not sure how the court reporter wants to do it actually.

14:20:24 THE WITNESS: What do you want to do?

14:20:26 MR. WILLEN: If I use this one, are you going to use this one?

14:20:27 MR. BROWNE: Probably not. Maybe if you could just set it on that chair. I think I probably won't use it. It's actually --

14:20:29 THE WITNESS: Would you like me to put my Exhibit 9 sticker on the new one?

14:20:31 MR. BROWNE: Wow, we're going to have to pay you for the transcript.

14:20:32 THE WITNESS: All right. This?

14:20:34 MR. BROWNE: All right. Thank you.

14:20:37 THE WITNESS: All right.

14:20:41 MR. BROWNE: So -- okay.

14:20:43 MR. WILLEN: So again, I'm going to say that this new Exhibit 9 also doesn't have a Bates stamp on it, so I just ask Mr. Browne to provide us with some information about the circumstances under which he obtained the document.

14:20:44 MR. BROWNE: Yeah. I'm -- I'm happy to do

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14:20:55

14:20:58

14:21:01

14:21:04

14:21:05

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that.

I went to the YouTube website and went onto the online media kit, and I clicked on a link there and this came up, and I printed it out.

MR. WILLEN: Okay. Well, we'll -- we'll lodge a conditional foundational objection to your document, go back and verify it, but you're free to ask questions about it.

MR. BROWNE: Okay.

Q And before that little interlude, Ms. Reider, we were talking about the online media kit that YouTube -- that YouTube has and its purposes. And Exhibit 9 is just a page I've printed out from the YouTube website, and if you look at the bottom there it says "YouTube Stats (US)"; do you see that?

A Uh-huh, yes, I see that.

Q And you say they're the "#1 entertainment site on the Internet"?

A According to "Nielsen//NetRatings December '07."

Q Yes, that's right.

Now, why is that something to include on the YouTube online media kit?

A So the -- the context of this, see in the

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upper-left where it says "YouTube Videocracy"? So there was an event that we held in February of 2008 in New York called Videocracy, and it was an event where we invited dozens of content partners to come and participate. And it was -- it was really our coming-out party to the advertising community where we highlighted our content partners. And I know this is not an exhibit, but in this YouTube InVideo Ads you can see all the content partners that we're highlighting here.

So it was an event for our content partners and to introduce our advertisers to our content partners. And so the reason that we would say "#1 entertainment site on the Internet," or "#6 largest audience on the Internet," because the original form of that was a little piece of collateral that was actually handed out at this event, was so that our content partners would feel really good about partnering with us.

Because it's like they're opening up a store in the largest mall there is, and that's where -- this is really to make our content partners feel really spectacular about, you know, being at this event and also, generally, so that advertisers understand this

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14:23:29 is a platform that matters, and it would be meaningful
14:23:34 to figure out how to play here and engage with our
14:23:38 content partners.
14:23:41 Q And you see there it says "68 million unique
14:23:44 monthly visitors"?
14:23:45 A Yeah.
14:23:45 Q Again, that's according to Nielsen.
14:23:48 Did you include that information for the same
14:23:53 types of reasons that you just gave me, or for
14:23:56 different reasons?
14:23:57 A Well, it's the same. It's from -- I mean, we
14:23:59 consider our partners to be advertisers and also to be
14:24:01 content partners, and so both of them need to feel
14:24:05 that this is a viable platform on -- on which they
14:24:10 want to participate. Advertisers need to come and run
14:24:12 ads, and partners need to come here and have the
14:24:17 content.
14:24:17 Q Now, up there on the -- on the top of this
14:24:20 Exhibit 9 it says "YouTube Video Ads," and then "Drive
14:24:24 engagement and awareness with high-profile placements
14:24:28 on YouTube's Search Results pages and Homepage"; do
14:24:30 you see that?
14:24:31 A Yes.
14:24:31 Q What -- what does that reference there to

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15:00:38 ambiguous.

15:00:39 THE WITNESS: Which I'll answer with, every

15:00:44 campaign is set up in a different way.

15:00:47 MR. BROWNE: Q. Well, have there been

15:00:50 instances that you have told advertisers that there

15:00:54 can be an indirect link between their advertisements

15:00:57 and the particular searches that YouTube users do on

15:01:01 the YouTube search page?

15:01:02 A If you go back to that piece of collateral

15:01:05 that you had printed out from Videocracy and think

15:01:09 about that for a minute, at the -- that where we

15:01:12 highlight that we have content partners in news or in

15:01:15 sports or in wherever, that we tell advertisers that

15:01:20 if you want to buy against music content, you can buy

15:01:23 against music content.

15:01:29 Q And that would be, if we're thinking back to

15:01:32 Exhibit 9 when we -- which was the online media kit

15:01:37 and it referenced search and category pages, that,

15:01:39 what you just gave me an example of, will be a

15:01:43 category search category?

15:01:43 A InVideo. Actually, I was thinking about the

15:01:46 InVideo that we were looking at first.

15:01:48 Q When a -- when an advertiser has the ability

15:01:50 to or when YouTube has the ability to link

15:01:52 advertisements to, as you put it, sports and
15:01:56 music --
15:01:56 A Uh-huh.
15:01:56 Q -- isn't that -- correct me if I'm wrong, but
15:01:59 isn't that what you call a -- a -- a category?
15:02:02 A So I don't know how this was set up in the
15:02:06 system. I don't know exactly what the -- what this
15:02:09 is, other than what we're looking at. But if somebody
15:02:13 searches for "auto," then it's possible -- or for
15:02:22 "fast cars," then it's possible that an automotive
15:02:27 manufacturer would be able to serve an automotive ad.
15:02:33 Q Do -- do you mind just flipping back
15:02:34 to -- through that stack to Reider Exhibit 9, which
15:02:38 was the one-page --
15:02:39 A Yeah.
15:02:39 Q -- document called "YouTube Video Ads." And
15:02:42 the second bullet point up from the word "features,"
15:02:46 it says there "Search and category pages present
15:02:50 content related to user interest at the moment of
15:02:52 relevance" and then it goes on.
15:02:52 A Uh-huh.
15:02:55 Q Do you see that?
15:02:55 A "Features"; where am I?
15:02:59 Q I'm sorry.

17:08:48 The time is 5:08 p.m.

17:08:50 (Recess taken.)

17:12:06 THE VIDEOGRAPHER: On the record.

17:12:07 The time is 5:11 p.m.

17:12:09 Please continue.

17:12:09 MS. CUNHA: Okay.

17:12:13 Q So my -- my question to you is, why did you put "Client attorney privilege" on this e-mail?

17:12:20 A Okay. And it was a long time ago. I think I may have thought that I had CCed one of our attorneys, Zahavah, but actually I don't -- I don't have any idea why I put that on there.

17:12:35 Q Okay.

17:12:36 If you could just quickly turn back to Exhibit 17. I just have a couple of more questions.

17:12:40 A Is that the rate card?

17:12:41 Q That's the rate card; correct.

17:12:43 A Okay.

17:12:46 Q Do you see under -- it says "run of site," and then there's an indication for "ROS." It's on the first page of the rate card.

17:12:55 A First page. Okay. I'm there.

17:12:57 Q What is "run of site"? What does that mean?

17:13:00 A Run of site means that the advertiser has --

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there's no guarantee. There's no commitment about where the ad is gonna show up. It can go run of site anywhere on the sight. It's total up to us, our discretion. They don't get to say at all.

Q And what do you understand the part that refers to vertical level one, vertical level two, vertical level three? Do you see that?

A Yeah.

Q What does that mean?

A I had to remind myself of that too, because that doesn't -- that's part -- we don't do that anymore, but I believe what that was was levels of targeting.

So if you just want the broad category of entertainment, that would be vertical level one. If you want to go a little deeper and you want, like, music, that would be number two. If you want to go a little deeper -- but we don't do that anymore, and I also had to remind myself of what that was.

Q And final question, does YouTube sell ads on registration pages?

A I don't -- I would have to look if we sell -- I don't think we sell ads on registration pages, because it would deter the user from registering, in

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